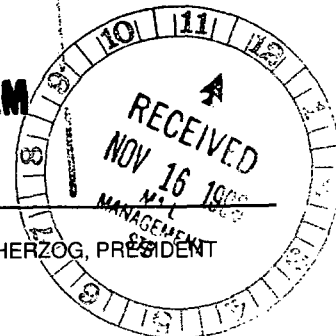


HERZOG CONTRACTING CORP.

RECORDATION NO. 22532

NOV 18 '99

10-40 AM



November 10, 1999

600 S. RIVERSIDE RD.
P.O. BOX 1089
ST. JOSEPH, MO 64502
PHONE (816) 233-9001
FAX (816) 233-9881

WILLIAM E. HERZOG, PRESIDENT

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of CFR 49, Parts 1000 to 1199, Part 1177, are two (2) originals of Memorandums of Lease Agreement dated August 9, 1999, as a primary document defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessee: CSR America, Inc.
1501 Belvedere Road
West Palm Beach, FL 33406

Lessor: Herzog Contracting Corp.
P. O. Box 1089
St. Joseph, MO 64502

This Memorandum of Lease Agreement covers the lease of one hundred (100) gondola cars identified in Schedule A to the Memorandum of Lease Agreement. The railcars in Schedule A are identified by the existing reporting marks and numbers. We have also enclosed a check for \$26.00, payable to the Surface Transportation Board, for the required recording fee. Please return one stamped copy of the enclosed documents to the undersigned. If you have any questions or require additional information concerning this filing, contact the undersigned at (816) 233-9001.

Sincerely yours,

HERZOG CONTRACTING CORP.

A handwritten signature in cursive script that reads 'James A. Frasher'.

James A. Frasher
Vice President

JAF/sa

Encl.

RECORDATION NO. 22532 FILED
NOV 18 '99 10-40 AM

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 9, 1999 by and between CSR AMERICA, INC., a Florida Corporation, (LESSEE) and **HERZOG CONTRACTING CORP.**, a Missouri Corporation, (LESSOR), with reference to the following:

1. LESSOR has agreed to lease to LESSEE, and LESSEE has agreed to lease from LESSOR various railcars pursuant to Schedule A in the Lease Agreement Document identified as Number 159, dated August 9, 1999 between LESSOR and LESSEE.
2. Pursuant to Exhibit A., LESSOR has agreed to lease, and LESSEE has agreed to lease one hundred (100) E530/J301 railcars bearing the existing reporting marks and numbers as indicated on Schedule A hereto attached, as more particularly described on the Lease Agreement Document Number 159.
3. The transaction shall be effective as of the execution date of the Lease Agreement Document Number 159, subject to all terms and conditions.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement, Document Number 159, to be executed as of the date first written.

HERZOG CONTRACTING CORP.

CSR AMERICA, INC.

LESSOR

LESSEE

BY: James A. Foster

BY: J. C. Kirkmyer III

ITS: Vice President

ITS: Vice President

Schedule A

1	HZGX	1101	34	HZGX	3237	67	HZGX	3275
2	HZGX	1107	35	HZGX	3238	68	HZGX	3818
3	HZGX	1141	36	HZGX	3239	69	HZGX	3826
4	HZGX	1148	37	HZGX	3240	70	HZGX	3833
5	HZGX	1155	38	HZGX	3242	71	HZGX	3834
6	HZGX	1166	39	HZGX	3243	72	HZGX	3846
7	HZGX	1178	40	HZGX	3244	73	HZGX	3854
8	HZGX	3204	41	HZGX	3245	74	HZGX	3862
9	HZGX	3205	42	HZGX	3246	75	HZGX	3864
10	HZGX	3207	43	HZGX	3247	76	HZGX	3868
11	HZGX	3208	44	HZGX	3248	77	HZGX	66001
12	HZGX	3209	45	HZGX	3249	78	HZGX	66005
13	HZGX	3210	46	HZGX	3251	79	HZGX	66007
14	HZGX	3211	47	HZGX	3252	80	HZGX	66050
15	HZGX	3213	48	HZGX	3253	81	HZGX	66056
16	HZGX	3215	49	HZGX	3254	82	HZGX	66075
17	HZGX	3216	50	HZGX	3257	83	HZGX	66079
18	HZGX	3217	51	HZGX	3258	84	HZGX	66094
19	HZGX	3218	52	HZGX	3259	85	HZGX	66099
20	HZGX	3219	53	HZGX	3261	86	HZGX	66106
21	HZGX	3220	54	HZGX	3262	87	HZGX	66119
22	HZGX	3221	55	HZGX	3263	88	HZGX	66126
23	HZGX	3222	56	HZGX	3264	89	HZGX	66139
24	HZGX	3223	57	HZGX	3265	90	HZGX	66141
25	HZGX	3224	58	HZGX	3266	91	HZGX	66147
26	HZGX	3225	59	HZGX	3267	92	HZGX	66155
27	HZGX	3226	60	HZGX	3268	93	HZGX	66161
28	HZGX	3227	61	HZGX	3269	94	HZGX	66165
29	HZGX	3228	62	HZGX	3270	95	HZGX	66175
30	HZGX	3230	63	HZGX	3271	96	HZGX	66176
31	HZGX	3231	64	HZGX	3272	97	HZGX	66180
32	HZGX	3233	65	HZGX	3273	98	HZGX	66197
33	HZGX	3235	66	HZGX	3274	99	HZGX	66244
						100	HZGX	66284